

TERMS OF REFERENCE

BOARD COMMITTEE ON FINANCE & BUSINESS DEVELOPMENT (FBDC)

Approved v 2.0 13 January 2023

1. INTRODUCTION

1. The two SRP Board Committees serve to enhance the functionality of the Board, take on a portion of the Board's work and make recommendations to the Board. Board committees are not decision-making or implementing bodies.
2. The Board Committee on Finance & Business Development ("FBDC") was constituted by Board Resolution on 21 October 2022 to oversee and provide strategic input and guidance to the Secretariat and Board to support SRP's finances, operations and business development. Specifically, the FBDC:
 - Conducts regular oversight of SRP finances in close liaison with SRP's senior finance staff
 - Reviews and develops guidance on the SRP Business Model and long-term financing strategy
 - Supports the Secretariat in business development, particularly with respect to maximizing value for members and to enhance SRP's overall value proposition to members and external stakeholders, that align with and contribute to achieving the SRP vision and mission.
3. The FBDC reports on its progress in each of these areas to the Board including recommendations where necessary.
4. Additionally, the FBDC provides the Secretariat with guidance to facilitate operationalization and review of the SRP 5-Year Strategic Plan 2020-2024 and Annual Action Plans, as well as *ad hoc* guidance on resource mobilization for the Board, Secretariat and members.

2. COMPOSITION OF THE FBDC

1. The FBDC shall comprise a maximum 7 voting Board Members, excluding invited Observers.
2. The FBDC shall be Chaired by a member of the Board.
3. In order to demarcate decision-making hierarchy and ensure clear separation of function, the Board Chair and Executive Director are not designated as members of the Committee but may be invited at the FBDC Chair's discretion to participate on an *ex-officio* Observer (non-voting) basis.

3. RESPONSIBILITIES AND SCOPE OF WORK

1. The scope of work of the FBDC is defined in these Terms of Reference and shall be approved by the Board. Specifically, the FBDC is responsible for the following functions, aimed at maximizing member value based on the SRP Standard, and ensuring a stable financial trajectory for the organization:
 - Regular (minimum quarterly) oversight of SRP's accounts, including any subsidiaries.
 - Provide strategic guidance and review SRP's business and financial model, including assumptions and ambitions around membership growth, member dues structure and revenue streams.
 - Periodic review of the overarching SRP Strategic Plan and Annual Action Plans.
 - Conduct of internal audits at the Committee's discretion.

2. Development, oversight and periodic improvement of SRP resource mobilization strategy in line with SRP's vision, mission and non-profit status.
3. Oversight of SRP's financial and accounting system that (a) are compliant with all statutory requirements and external audit requirements; and (b) enable accurate, transparent and timely reporting to the Board, donors and financial authorities.
4. Ensure alignment on governance matters with the Board Committee on Governance & Risk (GRC).

4. ADMINISTRATION OF THE COMMITTEE

1. With support of the Secretariat the FBDC will:
 - Draft, follow and amend the TORs of the FBDC as approved by the Board
 - Elect its own Chair
 - Prepare minutes of its meetings.

5. CODE OF CONDUCT FOR COMMITTEE MEMBERS

1. The scope of work of the FBDC is subject to the SRP Policy on Conflict of Interest.
2. FBDC members agree to actively contribute time, skills and organizational resources to develop, evaluate, make recommendations and oversee implementation.
3. Members agree to work in the spirit of mutual respect in support of SRP's goals and objectives.
4. Committee members agree to be ready to lead or participate in time-bound sub-groups on request.
5. Committee members agree to discharge their duties responsibly, adhering to agreed processes and deadlines.
6. Members are responsible for ensuring collaborative rather than bilateral implementation of all tasks, and for communicating and reporting any breaches to the Committee Chair.

6. MEETINGS

1. The FBDC's business will generally be conducted online or via other mutually agreed means.
2. Meetings will be held a minimum of six times per year, with additional meetings as required.
3. The Secretariat will support the organization of meetings and circulation of minutes.
4. Supplementary documentation for FBDC review must be shared at least 7 days ahead of the respective meeting. Exceptions may be made only for urgent, unforeseen matters.

6. GOVERNANCE

1. The FBDC Chair shall liaise closely with the Executive Director, GRC and the Board.
2. The FBDC shall not take decisions but present options and recommendations to the Board, including potential issues such as conflicts of interest on specific recommendations.
3. The FBDC will strive to reach decisions on its recommendations by consensus, in the absence of significant declared opposition. If a consensus cannot be reached, any member may call for a vote. As a prerequisite, a quorum has to be established with each institutional member represented by only a single vote, with a quorum requiring 2/3 of voting Committee members to be present, whether physically or online.
4. Members with an actual or perceived conflict of interest are required to declare such conflicts and may be excluded from voting at the Chair's discretion. Decisions are carried with a 2/3 majority of voting participants.

5. FBDC members who do not participate in calls, activities and tasks for a period of two meeting cycles shall be considered as not fulfilling their duties and the matter will be escalated by the FBDC Chair to the Board.

7. REVIEW

1. The FBDC's Terms of Reference will be reviewed on an annual basis or otherwise at the Board's discretion.

- NOTHING FOLLOWS -